

Amendments

Can the registered agent sign Articles of Amendment?

No. Registered agents are not authorized to sign articles of amendment.

For a corporation, the amendment must be signed by an officer, incorporator (only if no officers or directors elected), or the attorney in fact. For a limited liability company, the amendment must be signed by a member, manager, organizer or the attorney in fact. For a limited partnership, the amendment must be signed by a general partner or the attorney in fact.

I have received a Deficient Document Filing Notice stating that language was omitted from the Articles of Amendment. Do I add the language to a separate sheet and attach it to the Amendment?

No. All contents of the Articles of Amendment must be stated within the body of the Articles of Amendment, somewhere above the signature.

How do I change the incorporator of my corporation? Do I file Articles of Amendment?

No. An incorporator cannot be changed once a company is incorporated. The same goes for a limited liability company. An organizer cannot be changed.

I stated the effective date in my Articles of Amendment. Therefore, do I have to also state the adoption date of the amendment?

Yes. The adoption date of the amendment is the date the board of directors and/or shareholders/members voted to adopt the articles of amendment. The effective date would be the date the filer wishes the amendment to be effective in the Secretary of States office. In some situations, the two dates may be the same. If an effective date is being stated, both statements would have to be included. If the entity is a limited liability company or a limited partnership, an adoption date of the amendment is not a requirement. You would only need to state the date that the original articles of organization were filed.

I need to change the name of my corporation. I located the Articles of Amendment Form to change a corporate name on the Corporations Division website. If I complete this form, do I have to also prepare Articles of Amendment pursuant to the Official Code of Georgia Annotated?

No. The filer can submit either of the two. If the articles of amendment are prepared pursuant to the Official Code of Georgia Annotated, a verification of publication will also need to be included. When the amendment form is submitted, the verification of publication is printed on the form and no separate verification is required. There is also a form for the limited liability company name change, but you may also prepare the articles of amendment by the Official Code of Georgia Annotated.

Can I use the same amendment form to change the number of shares my corporation is authorized to issue?

No. The form can only be used to change the name of the corporation. For any other type changes, the Articles of Amendment would have to be prepared pursuant to the Official Code of Georgia Annotated.

Can I file articles of amendment to change the officers of my corporation?

No. Making officer changes would be done by the filing an Annual Registration.

Filing an Entity Online

I filed my entity online, and it was rejected. How do I correct? Can I file again online?

Since the filing has been rejected online, you will need to submit paper documents to the office for processing along with your deficiency notice. You will need to type new articles of incorporation or articles of organization on a sheet of 8 ½ X 11 size paper. The articles must include a pen signature. You will also need to submit a transmittal information form for the appropriate entity. You may view a sample of the articles and download a transmittal information form at our website at

http://sos.georgia.gov/corporations/filing_procedures.htm

I have filed my entity online and received a confirmation email. I cannot open the link to print my certificate. How can I obtain my certificate?

Go to our website at www.georgiacorporations.org and click on the “Corporations Search” button. Type the name of the entity into the search box and search. Once the entity information is shown, just click on the “View Filed Documents” link at the top of the screen. You will see the image for the online filing. Click on the image and your certificate and filed document will be displayed for you to print.

Conversions

How can I convert one entity type to another?

Go to http://www.sos.ga.gov/Corporations/converting_entity.htm. Once you open the link, you will view a chart which includes all information required to convert one entity type to another. This link also includes a link to forms and new entity sample formats. (articles of incorporation, certificate of limited partnership and articles of organization) The certificate of conversion must be typed up in compliance with the correct code section in the Official Code of Georgia Annotated.

Does the existing entity need to file its current annual registration before converting to a new entity?

Yes. The existing entity must be current on its annual registrations before a conversion can be processed.

Foreign Qualifications

I do not have an office located in Georgia. What should I put for the registered agent/office in Georgia?

You must appoint a registered agent in Georgia to qualify. The registered agent may be anyone that accepts this appointment as long as they are physically located here in Georgia. There are several service companies in Georgia that will serve as your registered agent for a yearly fee.

I have not commenced business in Georgia yet. I do not have a proposed date. What should I put on line #1 of the Application for Certificate of Authority?

You may put “upon qualification” or “upon filing”.

My entity has been doing business in Georgia for over 30 days. Will I owe a penalty for late filing?

Yes. If you have been doing business in Georgia over 30 days, you will owe the \$500.00 civil penalty plus any annual registration and annual registration late fees that would have been due.

Do I need to send anything else along with my Application for Certificate of Authority and filing fee of \$225.00?

If the entity is a corporation, you will need to include a current (no older than 90 days) certificate of existence from the Secretary of State in its state of incorporation.

Mergers

I am filing a merger in Georgia. Do you have a form on your website for articles of merger?

There are no forms for filing a merger in Georgia. You will need to type up your own articles of merger or certificate of merger in compliance with the Official Code of Georgia Annotated.

I am filing a merger that includes several different entities. Is there a filing fee for each entity that is merging?

No. The \$20.00 filing fee covers all entities that are merging in that particular merger. If you are submitting a separate merger for each entity merging, then you would need to include a \$20.00 filing fee for each articles of merger or certificate of merger being filed.

Who must sign the articles of merger or certificate of merger?

The articles of merger or certificate of merger must be signed by an authorized person of the surviving entity. The merging entity may also sign the merger, but is not required to do so.

Do I need to file my annual registration before I file articles of merger or a certificate of merger?

Yes. The entity must be current on all annual registrations due.

Name Reservation

If my request is not available, must I pay another fee to submit another choice?

Another choice may be submitted within 10 days without payment of another fee. After that, the fee must be paid to submit a reservation request. Information on how to resubmit will be provided along with the rejection notice.

Must a name be reserved prior to filing?

No. Filings may be submitted without a prior reservation. If the name submitted is not available, the filing will be returned to the filing person. Name reservations are optional, not required.

Can name availability be obtained or confirmed by calling the Corporations Division?

No. The Corporations Division cannot confirm name availability via telephone. Names are reviewed only in response to online or mail requests.

How long does it take to receive a response to an online name request?

Most requests are responded to within 24 hours of receipt.

How long does it take to receive a response to a mail-in request?

Our goal is to respond to every mail request within 36 hours of receipt. Acknowledgement (reservation number or rejection notice) of a mail request can be made by e-mail or fax if such contact information is submitted with the mail request and reservation fee.

Can I reserve “INC.” and “LLC” together in the name? No. These are two different types of filings. The corporate indicators “Incorporated” and “Corporation” signify the filing of a corporation and “LLC” is for the filing a limited liability company.

What is the next step after the name reservation has been approved? The next step is to file your articles of incorporation (INC.), certificate of limited partnership (LP) or articles of organization (LLC).

New Domestic Filings

The status of my filing is Flawed/Deficient. What does this mean?

This means that information submitted on your documents did not meet the requirements as set forth in the Official Code of Georgia Annotated (O.C.G.A.), or your filing did not include all required documents.

How long do I have to respond to a Deficient Document Filing Notice?

If documents are corrected and returned within 30 days of the date of the Deficient Document Filing Notice, they will be deemed filed as of the date originally received. Deficient filings are deemed abandoned if still pending after 60 days from initial receipt. A new filing, including new filing fees, will be required.

If the name I want is not available, is a name reservation required for the new name?

No. A name reservation is not required.

When filing a new entity, if the name I have chosen is not available, how do I submit a new name?

You will need to submit new articles and a new transmittal form, with the new name, by mail or hand-delivery.

If I receive a Deficient Document Filing Notice, will I have to pay an additional fee to make corrections?

No. Additional fees are required to make corrections before a certificate has been issued.

What is a registered agent?

An individual or entity designated to receive service of process of legal documents on behalf of the entity.

Who can be a registered agent?

An individual or entity physically located in Georgia whose address is identical with the registered office.

Am I required to have a registered agent in Georgia?

Each entity must continuously maintain a registered agent and registered office in Georgia.

If I want to make changes to my filing after my certificate has been issued, will I have to pay a fee?

Yes. Copy and past the following link to review all Corporations Division filing fees.
<http://sos.georgia.gov/corporations/bisadd.htm>

Once my documents have been filed, will I receive something in the mail?

If your transmittal form or application included an email address, your documents will be emailed. If not, your completed documents will be mailed.

I have received an email saying “Your documents have been filed”, but neither link works. How can I get my documents? Will I also receive a hard copy by mail?

You may go to www.georgiacorporations.org and click on the “Corporations Search” button. Once the information for your entity is displayed, you will need to click on the “View Filed Documents” link at the top of the screen. You will then be able to download the image for your filing.

How can I get a transmittal form from the website?

Click on the following link to locate the transmittal information form.

http://sos.georgia.gov/corporations/filing_procedures.htm

Where can I find the filing procedures for forming a Georgia limited liability company, a Georgia corporation or a Georgia limited partnership?

Click on the following link to locate the filing procedures.

http://sos.georgia.gov/corporations/filing_procedures.htm

Dissolutions

Who can sign a certificate of termination for a Georgia limited liability company?

The certificate of termination must be signed by a member, manager, organizer or attorney in fact.

Who can sign articles of dissolution and a notice of intent to dissolve?

The articles of dissolution and notice of intent to dissolve must be signed by an officer, chairman of the board of directors or attorney in fact. Articles of dissolution can be signed by the incorporator if the dissolution was authorized by the incorporators.

If I am filing articles of dissolution in compliance with O.C.G.A. 14-2-1401(profit) or 14-3-1401(nonprofit), do I need to file a notice of intent to dissolve?

No. A notice of intent to dissolve is required only when filing articles of dissolution pursuant to O.C.G.A. 14-2-1408(profit) and 14-3-1409(nonprofit).

Do I need to file my annual registration before I file a notice of intent to dissolve, articles of dissolution, certificate of cancellation, statement of commencement of winding up, certificate of termination or application for withdrawal?

Yes. The entity must be current on all annual registrations due.

Is there a form for filing articles of dissolution and notice of intent to dissolve?

Yes. You may download the forms at www.georgiacorporations.org under the “forms and applications” link.

Reinstatements

Who can sign the application for reinstatement?

For a corporation, it must be signed by an officer, chairman of the board or attorney in fact.

For a limited liability company, it must be signed by a member, manager, organizer or attorney in fact.

When reinstating a corporation, do I need to list a CEO, CFO and Secretary?

Yes. The Official Code of Georgia Annotated requires that you appoint a CEO, CFO and Secretary.